

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

R. DAVIS HOWE, individually and derivatively,

Plaintiff,

-against-

THE BANK OF NEW YORK MELLON, as Indenture
Trustee, BIMINI CAPITAL MANAGEMENT INC.,
and HEXAGON SECURITIES, LLC,

Defendants,

and THE BANK OF NEW YORK MELLON, as
Indenture Trustee, and PREFERRED TERM
SECURITIES XX, LTD.,

Nominal Defendants.

09 Civ. 10470 (HB)

ECF Case

**AFFIDAVIT OF
STUART ROTHENBERG**

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

Stuart Rothenberg, being duly sworn, deposes and says:

1. I am employed by The Bank of New York Mellon, a New York banking corporation, in its Global Corporate Trust division (“BNYM”) as a Vice President. I have personal knowledge of the facts set forth herein.

2. Attached as Exhibit 1 is a true copy of the First Amended Complaint filed by Plaintiff in this action (without exhibits).

3. Attached as Exhibit 2 is a true copy of the Indenture (without schedules) among Preferred Term Securities XX, Ltd., as Issuer, Preferred Term Securities XX, Inc., as Co-Issuer, and BNYM (formerly The Bank of New York), as Indenture Trustee, dated as of December 15, 2005.

4. Attached as Exhibit 3 is a true copy of a specimen of Certificated Subordinate Income Note.

5. Attached as Exhibit 4 is a true copy of the June 19, 2009 letter from Robert E. Cauley of Bimini Capital Management, Inc. ("Bimini Capital") to Christopher Grose at BNYM.

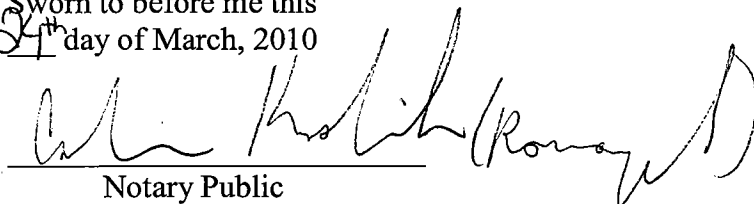
6. Attached as Exhibit 5 is a true copy of a Notice of Offer and Request for Direction sent to the Holders of the Senior Notes as of July 1, 2009.

7. Attached as Exhibit 6 is a true copy of the legal opinion of Hunton & Williams LLP dated October 21, 2009.

8. Attached as Exhibit 7 is a true copy of a spreadsheet tracking the "Yes" and "No" votes by Holders of Senior Notes to accept or reject Bimini Capital's tender offer, as amended, to repurchase the TruPS owned by the Issuer. Exhibit 7 has been redacted to preserve the confidentiality of the names of the Holders of the Senior Notes.


Stuart Rothenberg

Sworn to before me this
24th day of March, 2010


Notary Public

CAROLINA KOLIK
Notary Public, State of New York
SK 02601670173055
Qualified in Kings County
Commission Expires 03/09/2011